

LAW OFFICES

# McGLINCHEY STAFFORD LANG

A PROFESSIONAL LIMITED LIABILITY COMPANY

NEW ORLEANS

HOUSTON

BATON ROUGE

LITTLE ROCK

JACKSON

FORT SMITH

LAKE PROVIDENCE

2777 STEMMONS FREEWAY

SUITE 925

DALLAS, TEXAS 75207

TELEPHONE (214) 634-3939

FAX (214) 634-3971

DIRECT DIAL:

DEC 20 1995 - 1 00 PM

December 21, 1995

0100902035

Secretary  
Interstate Commerce Commission  
Twelfth Street & Constitution Avenue N.W.  
Washington, D.C. 20423  
Attention: Recordation, Room 2311

RE: Documents for Recordation  
Trinity Industries Leasing Company  
Equipment Trust (Series 11, Second Supplement)

Dear Ladies and Gentlemen:

On behalf of Trinity Industries Leasing Company and in accordance with the provisions of Section 11303 of the Interstate Commerce Act, as revised, and Rules and Regulations of the Interstate Commerce Commission ("ICC") thereunder, enclosed herewith for filing and recordation are the following documents:

1. Two (2) executed originals of Second Supplement to Equipment Trust Agreement, a primary document, dated as of December 21, 1995, between Trinity Industries Leasing Company (the "Company") and The Bank of New York, as Successor Trustee (the "Bank");
2. Two (2) executed originals of an Assignment, a primary document, dated December 21, 1995, between the Company ("Assignor") and the Bank, as Trustee ("Assignee");
3. Two (2) executed originals of a Bill of Sale, a secondary document, dated December 21, 1995, between the Company ("Seller") and the Bank, as Trustee ("Buyer"); and
4. Two (2) executed originals of a Bill of Sale, a secondary document, dated December 21, 1995, between the Bank, as Trustee ("Seller") and the Company ("Buyer").

The enclosed Second Supplement, Assignment and Bill of Sale referenced in paragraphs 1, 2 and 3, above, relate to the Equipment Trust Agreement dated as of June 24, 1993 between the Company and the Bank, as Trustee, which was filed and recorded under Recordation No. 18275 on June 25, 1993, along with an Assignment and Bill of Sale under Recordation Nos. 18275-A and 18275-B, and the First Supplement to Equipment Trust Agreement dated March 17, 1995 between the Company and the Bank, as Trustee which was filed with the ICC and recorded under Recordation No. 18275-C on March 21, 1995, along with an Assignment and Bill of Sale under Recordation Nos. 18275-D and 18275-E.

LICENSING BRANCH

Dec 26 1 49 PM '95

RECEIVED  
OFFICE OF THE  
SECRETARY

Michael Peters

Adventary

LAW OFFICES  
**McGLINCHEY STAFFORD LANG**  
A PROFESSIONAL LIMITED LIABILITY COMPANY

The enclosed Bill of Sale referenced in paragraph 4, above, relates to Twelve (12) railcars and the lease thereof subject to the said Equipment Trust Agreement that were released from the Equipment Trust and assigned by the said Trustee to the Company.

We request that the Assignment be cross-indexed.

The address of Trinity Industries Leasing Company is 2000 Gardner Expressway, Quincy, Illinois 62306-0867, and the address of the Bank, the Trustee is 101 Barclay, 21st Floor, New York, New York 10286.

The railroad equipment covered by the Second Supplement to Equipment Trust Agreement is described in Exhibit A attached hereto. The foregoing railroad equipment consists solely of cars intended for use relating to interstate commerce.

Enclosed is our check in the amount of \$84.00 to cover the recordation fee. (Such fee was determined on the basis that the Assignment is being filed concurrently with the Second Supplement to Equipment Trust Agreement).

You are hereby authorized to deliver any unneeded copies of the Second Supplement to Equipment Trust Agreement, the Assignment and the Bills of Sale, with the filing date noted thereon, following recordation thereof, to the representative of Washington Service Bureau who is delivering this letter and said enclosures to you.

A short summary of the documents appear in the index follows:

- (a) Primary Documents. (i) Second Supplement to Equipment Trust Agreement, a primary document, dated as of December 21, 1995, between the Company (as vendor and lessee), and the Bank, as Trustee, and covering Four (4) railroad cars, and (ii) Assignment, a primary document, dated December 21, 1995, between the Company (as Assignor), and the Bank, as Trustee, and covering Four (4) railroad cars.
- (b) Secondary Documents. Bill of Sale, a secondary document, dated December 21, 1995, between the Company (as Seller), and the Bank, as Trustee (as Buyer), and covering various railroad cars, and connected to the Second Supplement to Equipment Trust Agreement referred to in paragraph (a) above, and Bill of Sale, a secondary document, dated December 21, 1995, between the Bank, as Trustee (Seller) and the Company (Buyer), and covering various railroad cars, and connected to the Equipment Trust Agreement dated as of June 24, 1993 referred to above.

Very truly yours,



Richard A. Fogel

Enclosures

EXHIBIT A

- 1 Master Car Lease Agreement, dated August 1, 1995, between Trinity Industries Leasing Company and White Springs Agricultural Chemicals, Inc covering the following described railroad cars (Partial Rider 3)

<u>Number or Cars</u>	<u>Type</u>	<u>Car Numbers</u>
4	14,298 Gal 111A100W1 Tank Cars	TILX 150090, 150092 TILX 150093, 150098

REGISTRATION NO. 18275-H  
FILED 1/2/96  
DEC 20 1995 - 1 55 PM  
FEDERAL COMMERCE COMMISSION

---

**SECOND SUPPLEMENT  
TO EQUIPMENT TRUST AGREEMENT**

**(TRINITY INDUSTRIES LEASING COMPANY EQUIPMENT TRUST SERIES 11)**

**Dated as of December 21, 1995**

**Between**

**THE BANK OF NEW YORK,  
Successor Trustee**

**AND**

**TRINITY INDUSTRIES LEASING COMPANY**

---

SECOND SUPPLEMENT dated as of December 21, 1995 (herein called this "Second Supplement"), to the Equipment Trust Agreement dated as of June 24, 1993 (hereinafter called the "Trust Agreement"), between TRINITY INDUSTRIES LEASING COMPANY, a Delaware corporation (hereinafter called the "Company") and THE BANK OF NEW YORK, a New York Banking Corporation, as Successor Trustee (hereinafter in such capacity called the "Trustee").

#### PRELIMINARY STATEMENT

A. The Trust Agreement was filed with the Interstate Commerce Commission (the "ICC") on June 25, 1993 under Recordation No. 18275. The First Supplement to the Trust Agreement, dated March 17, 1995, was filed with the ICC on March 21, 1995 under Recordation No. 18275-C.

B. The Company has, pursuant to Section 5.05(a) of the Trust Agreement, issued its Request that the Trustee assign to the Company the Twelve (12) railroad cars comprised of the following leases: five (5) railcars covered by the Existing Lease dated April 18, 1991, between Trinity Industries Leasing Company and Arizona Chemical Company (Rider 1) described in Exhibit B to the Trust Agreement; four (4) railroad cars covered by the Existing Lease dated April 1, 1993 between Trinity Industries Leasing Company and Ashland Chemical, Inc. (Partial Rider 16) described in Exhibit B to the Trust Agreement; and three (3) railroad cars covered by the Existing Lease dated February 19, 1985 between Trinity Industries Leasing Company and Lyondell-CITGO Refining Company, Ltd. (Partial Rider 4) described in Exhibit B to the Trust Agreement (the "Assigned Equipment").

C. Pursuant to Section 5.05(a) of the Trust Agreement and such Request, the Company desires to convey to the Trustee other Equipment described in Exhibits A and B hereto of an aggregate fair value no less than the fair value of the Assigned Equipment (the "Substituted Equipment").

D. The parties desire to supplement and amend the Trust Agreement as provided herein.

NOW, THEREFORE, in consideration of the premises and the mutual covenants and agreements herein contained, the parties hereto agree as follows:

1. The Trust Agreement is hereby amended by adding to Exhibits A & B to the Trust Agreement the descriptions of the Substituted Equipment and Existing Leases contained in Exhibits A and B hereto; and in accordance with Section 4.01 of the Trust Agreement, the Substituted Equipment shall be Trust Equipment and shall be included in the trust created thereunder and subject to all of the terms and provisions thereof.

2. The Trust Agreement, as hereby amended, is in all respects ratified and confirmed, and all rights and powers created or granted thereby or thereunder shall be and remain in full force and effect.

3. Terms used in this Second Supplement shall have the respective meanings ascribed to them in the Trust Agreement.

4. The terms "Trust Agreement," "Agreement" or "Equipment Trust Agreement" as used in the Trust Agreement and all Exhibits thereto shall be construed to mean the Trust Agreement as amended by the First Supplement and this Supplement.

5. This Second Supplement may be executed in several counterparts each of which shall be deemed an original, and all such counterparts shall together constitute but one and the same instrument. This Second Supplement may be signed by each party hereto upon a separate copy in which event all of said copies shall constitute a single counterpart of this Second Supplement. It shall not be necessary in making proof of this Second Supplement to produce or account for more than one such counterpart.

6. This Second Supplement shall in all respects be governed by, and construed and enforced in accordance with, the laws of the State of Texas (including the conflicts of laws rules), including all matters of construction, validity and performance.

IN WITNESS WHEREOF, the parties have caused their names to be signed hereto by their respective officers thereunto duly authorized and their respective corporate seals, duly attested, to be hereunto affixed effective as of the date first written above.

TRINITY INDUSTRIES LEASING COMPANY

Attest:

Neil O. Shorn  
Assistant Secretary

[SEAL]

By:

R. W. Lewis  
Senior Vice President

THE BANK OF NEW YORK,  
Successor Trustee

By:

Walter N. Gittel  
Name: Vice President  
Title: Vice President  
WALTER N. GITTEL  
VICE PRESIDENT

Attest:

Mary La Gumina  
MARY LA GUMINA  
ASSISTANT VICE PRESIDENT

STATE OF TEXAS

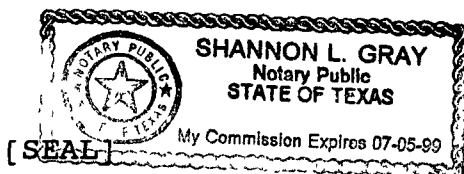
§  
§ ss.  
§

COUNTY OF DALLAS

On this 21<sup>st</sup> day of December, 1995, before me personally appeared K. W. Lewis, to me personally known, who being by me duly sworn, says that he is the Senior Vice President of TRINITY INDUSTRIES LEASING COMPANY, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Signature of Notary Public

My Commission Expires: \_\_\_\_\_



STATE OF NEW YORK

§  
§ ss.  
§

COUNTY OF NEW YORK

On this 21<sup>st</sup> day of December, 1995, before me personally appeared WALTER N. GITLIN, to me personally known, who being by me duly sworn, says that he is the Vice President of THE BANK OF NEW YORK, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors and he acknowledges that the execution of the foregoing instrument was the free act and deed of said corporation.

Signature of Notary Public

My Commission Expires: \_\_\_\_\_

WILLIAM J CASSELS  
Notary Public, State of New York  
No 01CA5027729  
Qualified in Bronx County  
Certificate Filed in New York County  
Commission Expires May 16,

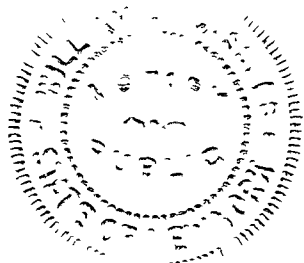


EXHIBIT A

- 1 Master Car Lease Agreement, dated August 1, 1995, between Trinity Industries Leasing Company and White Springs Agricultural Chemicals, Inc covering the following described railroad cars (Partial Rider 3)

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
4	14,298 Gal 111A100W1 Tank Cars	TILX 150090, 150092 TILX 150093, 150098



EXHIBIT B  
DESCRIPTION OF TRUST EQUIPMENT

<u>Quantity and Type</u>	<u>Class</u>	<u>Capacity</u>	<u>Initialed Car Numbers</u>	<u>Earliest Service</u>
4 Tank Cars	111A100W1	14,298 Gal	TILX 150090, 150092 TILX 150093, 150098	11/95